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In a society where mutants and former mutants alike feel threatened by the world around them, they turn to their first, best line of defense whenever trouble arises: X-Factor, the private detective agency founded by Madrox, the Multiple Man.

X-FACTOR

Previously:

A terminally depressed Madrox—still devastated over having absorbed what turned out to be an infant dupe of himself and earning the enmity of Siryn, the dupe's "mother"—has returned to Vermont to confront John Maddox, the wayward dupe who has created a life for himself as a man of the cloth. Madrox has done so to inform Maddox that he, Maddox, is not really the father of his son, Daniel. To Madrox's surprise, Maddox already knew that. Madrox then confessed that he could no longer go on and was ready to kill himself. Knocking Maddox unconscious, Madrox put a gun to his own head, but was stopped short by the utterly unexpected intervention of a newly returned, and all grown up, Layla Miller.

And now a personal plea from Peter David:

The restraint fans have displayed in discussing key spoiler moments in the previous two issues has been nothing short of phenomenal. Increased demand for issue #39 caused it to sell out at the distributor level. Let us hope this is a continued trend in my determination to triple sales on X-Factor over the course of the next year. Thanks to all of you for working with me toward this goal.

Peter David Writer	Valentine De Landro & Marco Santucci Pencilers	Pat Davidson & Marco Santucci Inkers	Jeromy Cox Colorist
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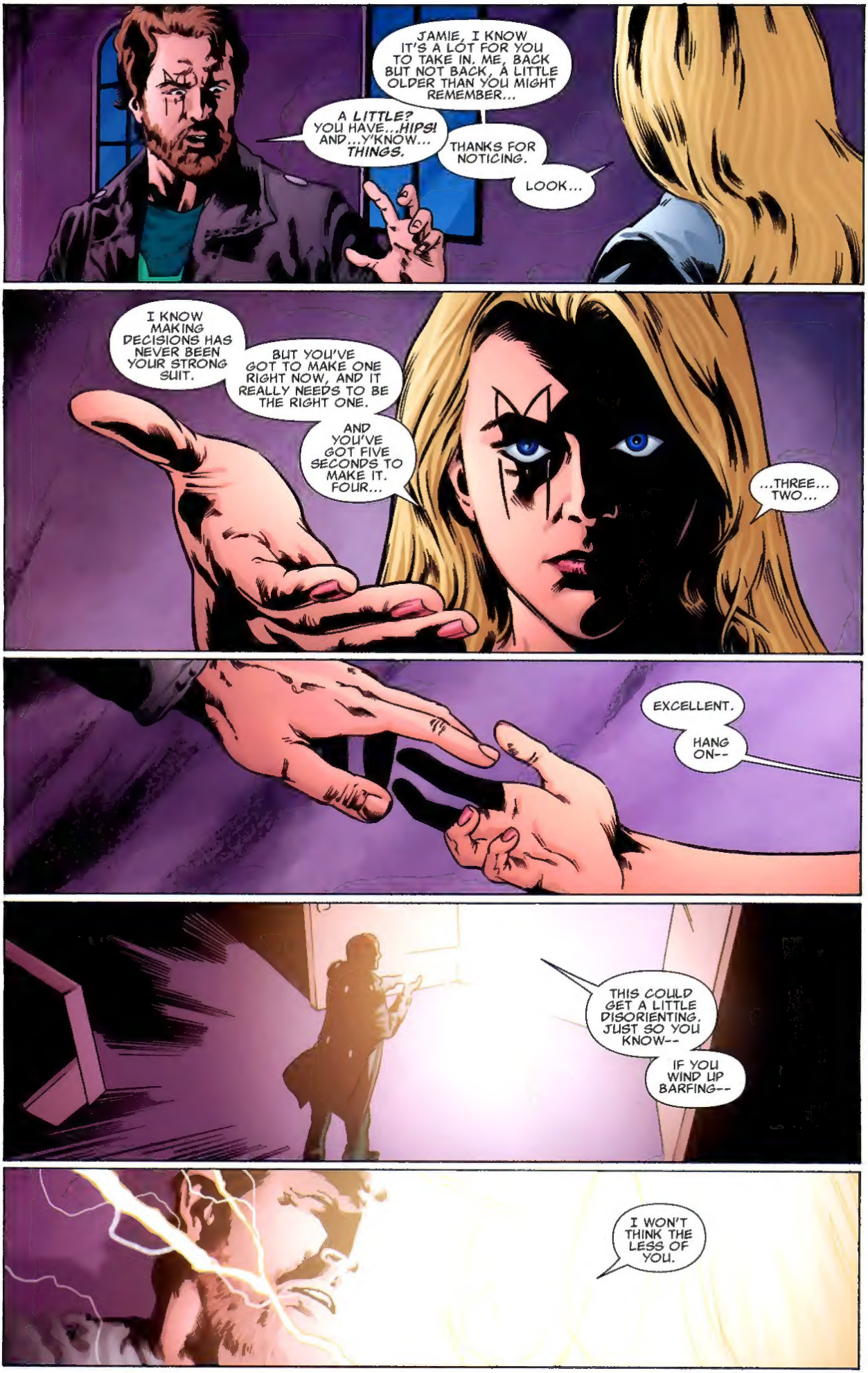
MY MIND GOES NUMB.
I DON'T EVEN FEEL THE GUN SLIPPING FROM MY HAND.
THANK GOD THE TRIGGER ISN'T COCKED. THEN AGAIN...
RIGHT NOW I COULD TAKE A BULLET PRETTY MUCH ANYWHERE IN MY BODY AND NOT FEEL IT.
A GROWN WOMAN. SHE'S A GROWN WOMAN. IT'S IMPOSSIBLE.
NO...
YUP.
IT CAN'T...
SURE IT CAN. WATCH:
OH MY GOD.
OH MY GOD.
SEE? I KNEW YOU'D SAY THAT. BECAUSE I KNOW ST--

BACK & THERE AGAIN

IT'S A MIRACLE. IT'S--
WAIT...
YOU'RE COLD.
NO. NOT JUST COLD...
YOU HAVE NO BODY TEMPERATURE AT ALL.
NOPE. AND I DON'T HAVE MUCH MORE TIME, EITHER. THIS BODY'S CHARGE WILL BE RUNNING OUT SHORTLY.
"THIS BODY?" LAYLA, WHAT THE HELL--?
IT'S HARD LIGHT. A KIND OF HOLOGRAPHIC PROJECTION.
I DON'T HAVE MUCH TIME TO EXPLAIN.
YOU KEEP SAYING THAT! ABOUT NOT HAVING MUCH TIME.
WELL, IT KEEPS BEING TRUE.
NOT TO GO ALL "TERMINATOR" ON YOU, BUT--
COME WITH ME IF YOU WANT TO LIVE.


JAMIE, I KNOW IT'S A LOT FOR YOU TO TAKE IN. ME, BACK BUT NOT BACK, A LITTLE OLDER THAN YOU MIGHT REMEMBER...
A LITTLE? YOU HAVE...HIPS! AND...Y'KNOW... THINGS.
THANKS FOR NOTICING.
LOOK...
I KNOW MAKING DECISIONS HAS NEVER BEEN YOUR STRONG SUIT.
BUT YOU'VE GOT TO MAKE ONE RIGHT NOW, AND IT REALLY NEEDS TO BE THE RIGHT ONE.
AND YOU'VE GOT FIVE SECONDS TO MAKE IT. FOUR...
...THREE... TWO...
EXCELLENT.
HANG ON--
THIS COULD GET A LITTLE DISORIENTING, JUST SO YOU KNOW--
IF YOU WIND UP BARFING--
I WON'T THINK THE LESS OF YOU.

MADROX! WHAT'S...WHAT'S HAPPEN--?
MADROX!

...?
MADROX? ARE...IS THAT--?
OH, MY... MY SON, NOW MAY NOT BE THE BEST TI--
WHAT--?
BLAM

DETROIT.
I'M AFRAID SOMEONE'S GOING TO TRY AND KILL ME.
AGAIN? LENORE--
I KNOW HOW IT SOUNDS.
LENORE, COME ON. THIS IS A REPLAY OF THREE MONTHS AGO.
"SOMEONE'S TRYING TO KILL ME." THAT'S WHAT YOU SAID.
I REMEMBER. I ALSO REMEMBER YOU WERE PREGNANT. WHAT DID YOU HAVE?
SHE DOESN'T LIKE TO TALK ABOUT IT.
OH, I'M... I'M SORRY. WAS IT--?
I LOST HIM.
MS. CASSIDY, I DIDN'T...I HAD NO IDEA.
THAT'S SO SAD. YOU MUST HAVE--
THERE'S NO REASON YOU SHOULD. LET'S MOVE ON.
LET'S.
MOVE.
ON.
UHM...RIGHT. SORRY.

WHEN YOU LAST CAME IN, YOU SAID SOMEONE WAS TRYING TO KILL YOU BECAUSE YOU USED TO BE A MUTANT.
I DID.
AND OUR INVESTIGATION REVEALED IT WAS YOUR BOYFRIEND MAKING PRANK PHONE CALLS.
THE DORK THOUGHT IT WAS FUNNY.
HE DIDN'T THINK IT WAS FUNNY WHEN GUIDO THREATENED TO PUT HIM THROUGH A WALL. HE SUED US. NOT OUR HAPPIEST TIME.
STILL CAUSED OUR INSURANCE TO GO UP.
I TALKED HIM INTO DROPPING IT.
I THINK WHAT TERRY IS GETTING AT IS: HOW SURE ARE YOU?
YOU WON'T LIKE IT.
I THINK THAT'S A SAFE BET.
I JUST HAVE THIS FEELING THAT I'M BEING FOLLOWED.
WHO'S FOLLOWING YOU?
THAT'S THE THING. IT'S NOT JUST ONE PERSON.
EVERY TIME I LOOK AROUND, IT'S SOMEONE ELSE.
UH-BOY.
I KNOW HOW IT SOUNDS.
OH, DO YOU?
AND CANDY'S DEAD.
PARDON?
ALISON ALWAYS SAID CANDY WAS DANDY.

CANDY WAS MY BEST FRIEND. FORMER MUTANT, LIKE ME.
SHE WAS FOUND DEAD TWO WEEKS AGO OF A GUNSHOT WOUND. POLICE RULED IT A SUICIDE.
WELL, I'M SORRY FOR YOUR LOSS, BUT--
SHE WAS *TERRIFIED* OF GUNS, MS. CASSIDY. SHE COULDN'T EVEN WATCH MOVIES WHERE GUNS WENT OFF.
NO *WAY* SHE DID IT TO HERSELF.
AND RIGHT BEFORE IT HAPPENED--
SHE TOLD ME SHE THOUGHT SOME PEOPLE WERE FOLLOWING HER.
LOOK, LENORE... ISN'T IT POSSIBLE THAT--
I'M IMAGINING IT?
YOU SEE WHY IT MIGHT *COME ACROSS* THAT WAY.
I BELIEVE HER.

THANK YOU, THANK YOU FOR BELIEVING ME.
DON'T GET TOO JAZZED. LONGSHOT ALSO BELIEVES SPAM E-MAIL. HE KEEPS TRYING TO GIVE OUR BANKING INFO TO PEOPLE WHO WANT TO GET MONEY INTO THE COUNTRY.
IT'S TRUE. I'M EXTREMELY CREDULOUS.
WELL, THAT'S STUPID.
I CAN BELIEVE IT.
OKAY, LOOK. WE'LL CHECK INTO IT.
WE WILL?
WE'RE NOT EXACTLY SET UP TO PROVIDE ROUND THE CLOCK WATCHDOG SERVICES, BUT--
I WOULD BE HAPPY TO WATCH OVER YOU.
UHM...
YOU HAVE FOUR FINGERS.
ACTUALLY, I HAVE EIGHT. OR SIX PLUS TWO THUMBS.
LOOK, I, UH--
--WOULD... LOVE...TO HAVE YOU PROTECTING ME.
Just shoot me now.

BLAM
ARRRGHH!

UNHHHH...
BLAM
DON'T MOVE!

CORTEX--
BLAM
JOHN! JOHN, WHAT'S HAPPENING IN--
OH MY GOD!!!
JOHN, WHAT THE HELL--?!
HE...HE SHOWED UP OUT OF NOWHERE. STARTED SHOOTING.
THEN HE SHOT HIMSELF.
BUT... WHY?!
GOD AS MY WITNESS, I HAVE NO IDEA.

HURRY! TAKE THEM DOWN!
ARRRGHHH!!!
LOOK OUT! LOOK-- EEEY!!!!!!!!!
WH-- WHA...?
MADROX, YOU'RE KIND OF SQUISHING MY, Y'KNOW, THINGS.
SORRY... UH...

OH DEAR. THEY'RE HERE EARLIER THAN EXPECTED.
WHO'S--?
AW, CRAP.
MORE MUTANTS DETECTED.
"COME WITH ME IF YOU WANT TO LIVE," SHE SAID.
AND THE GUY WHO WAS SUICIDAL SECONDS EARLIER OPTS FOR LIFE, GOES WITH HER AND FINDS HIMSELF STARING DOWN THE BARREL OF A SENTINEL.
WEIRD DEFINITION OF "LIVING."

ANYTHING?
ALL CLEAR.
SAY...Y'THINK KARMA WILL LET ME HOLD ON TO THIS?
NOT BLOODY *LIKELY.*
NUTS.
CAN'T BELIEVE IT WENT THIS SMOOTH.
ANOTHER FIVE HOURS AND HOME.
THEN THE KARMA TRUCK MEETS US AT THE DOCKS, WE TRANSFER THE LOAD, AND WE TAKE SOME ***SERIOUS*** R&R FROM THE MONEY WE'RE MAKING OFF THIS SHIPMENT.
WE DESERVE IT, M'MAN. WE DEFINITELY DESER--
WAIT. YOU HEAR SOMETHING?
YEAH, WHAT *IS* THAT?
SOUNDS LIKE SOMETHING--
--FALLING?

YEEEEEEEEEEEEEEEEEEEEEEEHAA!
TO THE RIGHT! TO THE RIGHT, GUIDO!
NAHHH! I GOT A BETTER IDEA!

KRAKO SOMM
WHAT THE HELL WAS THAT?!?
DARWIN! YOU GUYS IN?
YEAH, WE, UH, KIND OF MISSED THE WATER.
YOU WHAT? THERE'S ABOUT A MILLION SQUARE MILES OF IT! HOW COULD YOU--?
WELL, WE MANAGED IT SOMEH--
GUIDO! GET BEHIND M--!
SHHH

OUTSTANDING.
GET THE RAFTS!
THIS THING'LL TAKE ABOUT A MINUTE TO RECHARGE! BY THE TIME IT--
HUH?
WHOA!!!
WHAT DID YOU SHOOT HIM WITH?!
I--
WHAT WAS IT?!
SOME KIND OF NERVE DISRUPTOR! KILLS ANYTHING WITH A NERVOUS SYSTEM!
I DON'T CARE WHAT KIND OF MUTANT POWER YOUR LITTLE FRIEND HAD, HE'S DEAD!
IF HE IS, HE'S GOING TO HAVE COMPANY IN A MOMENT.
MONET! IT'S ALL RIGHT!

I'M FINE!
HOW--?!
APPARENTLY I EVOLVED INTO A SPONGE, AND SPONGES HAVE NO NERVES.
THAT'S TRUE. Y'NEVER SEE SPONGEBOB SQUAREPANTS TAKIN' ZOLOFT.
EEEyEE!!!!!!!
THAT'S HARDLY THE POINT, GUIDO. YOU WERE SUPPOSED TO DROP TO THE SIDE OF THE BOAT. CAPTURE IT INTACT.
VAL COOPER'S PEOPLE HIRED US TO CAPTURE THESE CRATES OF WEAPONS. NOT SINK THE CARGO TO THE BOTTOM OF THE OCEAN.
YEAH?
THESE WEAPONS WERE DEVELOPED MAINLY TO KILL GUYS LIKE US, MONET.
YA REALLY COMFORTABLE WITH TURNIN' THE WHOLE SHEBANG OVER TO THE GOVERNMENT?
HOW ABOUT THAT. YOU DO HAVE A BRAIN.
WHO'D'A GUESSED?
CERTAINLY NOT I.
GUIDO CAROSELLA: SENTINEL OF MUTANT FREEDOM.

FWZAAAAK
QUICK! DISTRACT IT!
HOW? WITH CARD TRICKS?
LAYLA! GET BEHIND ME!
BEHIND YOU? IT'S ABOUT TO UNLEASH A FULL-BORE LASER BLAST. IT'LL CUT THROUGH BOTH OF US.
SO I DIE TODAY ANYWAY. GOD'S A FUNNY GUY.
WELL, IF I'M GOING TO DIE...
...YOU'RE THE ONE I'D MOST LIKE TO HAVE DIE WITH ME.
HOW PATHETIC IS MY LIFE THAT THAT'S THE NICEST THING A GIRL'S SAID TO ME IN A MONTH?
IT'S ENOUGH TO MAKE MY HEAD EXPLODE. TOO BAD I CAN'T MAKE THE SENTINEL'S HEAD EXPLO--

WHA--?
BLAKOOM
WHOA. DID MY INTERIOR MONOLOGUE DO THAT?
NO, YOU IDIOT...
I DID THAT.
I'M RUBY SUMMERS, AND LET ME GUESS:
YOU'RE NEW IN TOWN.
X

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